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9 Attorneys for Defendant
10 BEIJING ASIACOM INFORMATION
11 TECHNOLOGY CO., LTD. erroneously sued as
12 BEIJING ASIACOM TECHNOLOGY CO., LTD.

13
14 UNITED STATES DISTRICT COURT
15 NORTHERN DISTRICT OF CALIFORNIA
16 SAN FRANCISCO DIVISION

17 JINJU ZHANG, an individual,

18 Plaintiff,
19 v.
20
21

22 BELIN YUAN, an individual; HONG
23 LIN, an individual; CAMIWELL, INC., a
24 California corporation; CAMIWELL,
25 INC. (CANADA), a Canadian
26 corporation; BEIJING ASIACOM
27 TECHNOLOGY CO., LTD., a Chinese
28 corporation; ASIACOM AMERICAS,
INC., a Virginia corporation; BANK OF
AMERICA CORPORATION, a National
Association; and DOES 1 to 20, inclusive,

Defendants.

Case No. 5:23-cv-5818-CRB

DECLARATION OF JONATHAN SOMMER IN SUPPORT OF DEFENDANT BEIJING ASIACOM INFORMATION TECHNOLOGY CO., LTD.'S MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION, INSUFFICIENT SERVICE AND FAILURE TO STATE A CLAIM

Time: 10:00 a.m.
Date: April 5, 2024
Judge: Hon. Charles R. Breyer
Courtroom: 6—17th Floor

1 I, Jonathan Sommer, declare as follows:

2 1. I am a partner in the law firm of Lubin Olson & Niewiadomski LLP and
 3 counsel of record for defendant Beijing Asiacom Information Technology Co., Ltd. (“Beijing
 4 Asiacom”). I am familiar with and have personal knowledge of the matters set forth in this
 5 declaration, and, if called to do so, could and would testify competently thereto, except where I
 6 state that my knowledge is based upon information and belief, and as to those matters, I
 7 understand and believe them to be true.

8 2. Attached hereto as Exhibit 1 is a true and correct copy of the Complaint for
 9 Direct and Derivative Claims for: 1. Breach of Fiduciary Duty; 2. Unfair Competition; 3.
 10 Violation of Corporations Code §§ 1601 and 1062; and 4. Accounting that was filed by Plaintiff
 11 in the Superior Court of the State of California for the County of Santa Clara on July 20, 2020.

12 3. The Court’s docket includes a Proof of Service alleging that Plaintiff’s
 13 process server served summons on “Ying Ding—H.R. Manager” who is designated by law to
 14 accept service of process on behalf of “Asiacom Americas Inc. on behalf of Beijing Asiacom
 15 Technology Co. Ltd.” on February 7, 2024. A true and correct copy of the Proof of Service is
 16 attached hereto as Exhibit 2.

17 4. Attached as Exhibit 3 is a true and correct copy of the Articles of
 18 Incorporation of a Virginia Stock Corporation for Asiacom Americas Inc. filed on or about
 19 November 26, 2018. Attached as Exhibit 4 is a true and correct copy of Stock Corporation—
 20 Annual Report for Asiacom Americas Inc. filed on or about December 19, 2023. Both exhibits
 21 show that Corporation Service Company is the registered agent for Asiacom Americas Inc.
 22 Neither exhibit makes any reference to a person named Ying Ding. Both exhibits were
 23 downloaded from the official website maintained by the State Corporation Commission of the
 24 State of Virginia, available at this link: <https://cis.scc.virginia.gov/>

1 I declare under penalty of perjury under the laws of United States of America that
2 the foregoing is true and correct. Executed on February 28, 2024.
3
4

/s/ Jonathan Sommer
JONATHAN SOMMER

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EXHIBIT 1

1 ANDREW S. MACKAY, #197074
 amackay@donahue.com
 2 PADMINI CHERUVU, #301292
 pcheruvu@donahue.com
 3 DONAHUE FITZGERALD LLP
 Attorneys at Law
 4 1999 Harrison Street, 26th Floor
 Oakland, California 94612-3520
 5 Telephone: (510) 451-3300
 6 Facsimile: (510) 451-1527

7 Attorneys for Plaintiff
 8 JINJU ZHANG

9
 10 SUPERIOR COURT OF THE STATE OF CALIFORNIA
 11 FOR THE COUNTY OF SANTA CLARA
 12 UNLIMITED JURISDICTION

13 JINJU ZHANG, an individual;

Case No. 20CV368535

14 Plaintiff,
 15
 v.
 16 BENLIN YUAN, an individual; HONG
 17 LIN, an individual; CAMIWELL INC., a
 18 California corporation; and DOES 1 to 10,
 inclusive,

**COMPLAINT FOR DIRECT AND
DERIVATIVE CLAIMS FOR:**

1. Breach of Fiduciary Duty
2. Unfair Competition
3. Violation of Corporations Code
§§ 1601 and 1602
4. Accounting

DEMAND FOR JURY TRIAL

COMPLAINT

Plaintiff Jinju Zhang (“Zhang”) states and alleged on behalf of himself and derivatively on behalf of Camiwell, Inc. as follows for his Complaint against Defendants Benlin Yuan, an individual (“Yuan”), Hong Lin, an individual (“Lin”), Camiwell Inc., a California corporation (“Camiwell, Inc.”), and Does 1 to 10, inclusive (the “Does” and together with Yuan, Lin, and Camiwell, Inc., “Defendants”):

THE PARTIES

8 1. Zhang is, and at all times relevant to this action has been, an individual residing
9 and conducting business in Santa Clara County, California. Zhang currently owns at least 35% of
10 the shares of Camiwell, Inc.

11 2. Zhang is informed and believes, and based thereon alleges, that Yuan is, and at all
12 times relevant to this action has been, an individual residing in Mississauga, Canada and
13 conducting business in Santa Clara County, California. Yuan currently owns at most 40% of the
14 shares of Camiwell, Inc. and, together with his wife Lin, controls 65% of Camiwell, Inc.

15 3. Zhang is informed and believes, and based thereon alleges, that Lin is, and at all
16 times relevant to this action has been, an individual residing in Mississauga, Canada and
17 conducting business in Santa Clara County, California. Lin currently owns at most 25% of the
18 shares of Camiwell, Inc. and, together with her husband Yuan, controls 65% of Camiwell, Inc.

19 4. Zhang is informed and believes, and based thereon alleges, that Camiwell, Inc. is,
20 and at all times relevant to this action has been, a corporation organized and existing under the
21 laws of California and conducting business in Santa Clara County, California, with its principal
22 office located in Santa Clara, California.

23 5. The Does are sued herein under fictitious names, and their true names and
24 capacities are unknown to Zhang. When the Does' true names and capacities are ascertained,
25 Zhang will amend this complaint by inserting their true names and capacities herein.

26 6. Zhang is informed and believe, and based thereon alleges, that each of the Does is
27 responsible in some manner for the occurrences herein alleged and that Zhang's damages as
28 herein alleged were proximately caused by such Defendants.

1 7. Zhang is informed and believes, and based thereon alleges, that at all material
2 times each of the Defendants, or some of them, were the agent, servant, and/or employee of the
3 other Defendants and, in doing the things hereinafter mentioned, was acting within the scope of
4 that Defendant's authority as such an agent, servant, and/or employee and with the permission and
5 consent of the other Defendants.

JURISDICTION AND VENUE

7 8. This Court has jurisdiction over all causes of action asserted in this Complaint
8 pursuant to the California Constitution, Article VI.

9 9. This Court has exclusive jurisdiction over the claims asserted and each of the
10 Defendants because each is an individual or corporation that is either based in, authorized or
11 registered to conduct, or in fact do conduct, substantial business in the State of California. Each of
12 the Defendants has sufficient minimum contacts with California, or otherwise intentionally avails
13 themselves of the markets within California, through collecting monies, entering into contracts
14 and/or delivering services in California thereby rendering the exercise of jurisdiction by the
15 California courts.

16 10. Venue is proper in the Santa Clara County because Camiwell Inc.'s principal place
17 of business is in Santa Clara County and Yuan and Lin do business through Camiwell, Inc. in
18 Santa Clara County. Most if not all of the material events in this matter relate to Defendants'
19 actions which occurred substantially in Santa Clara County.

20 11. The amount in controversy exceeds the jurisdictional minimum of this Court.

BACKGROUND

22 12. Camiwell, Inc., formerly Camiwell, LLC, is an information technology company
23 based in Santa Clara, California and operated by Zhang and his wife. The officers are Zhang,
24 Yuan, and Hui Sun (“Sun”). The directors and shareholders are Zhang, Yuan, and Lin. Yuan is a
25 40% shareholder, Zhang is a 35% shareholder, and Lin is a 25% shareholder. Lin and Yuan are
26 married and therefore control 65% of Camiwell, Inc. together.

27 13. On or about September 16, 2014, Yuan organized Camiwell, LLC as a Delaware
28 limited liability company. On September 19, 2014, Camiwell, LLC was also registered as a

1 foreign limited liability company doing business in California. Camiwell, LLC was later
 2 converted to a corporation in California on June 8, 2018.

3 14. Camiwell, Inc. has also been registered to engage in business as a corporation in
 4 Virginia.

5 15. Camiwell Inc. has a related entity, Camiwell Inc., that is located in Mississauga,
 6 Ontario, Canada (“Camiwell Canada”). Camiwell Canada was incorporated by Yuan in Ontario in
 7 December 2013. Camiwell Canada is owned exclusively by Yuan and Lin.

8 16. Camiwell, Inc. and Camiwell Canada are related as they perform the same
 9 business services, share the same website, have substantially the same customers, and share the
 10 same ownership (other than Zhang, who is only a shareholder of Camiwell, Inc.). Additionally,
 11 Plaintiff believes that Camiwell, Inc. and Camiwell Canada utilize the same or substantially
 12 similar employees.

13 17. Until the end of 2018, Camiwell Inc.’s main customer was Beijing Asiacom
 14 Technology Co. Ltd. (“Asiacom”), which is a contractor for large Chinese technology companies.
 15 Asiacom would subcontract their IT work to Camiwell, Inc., amounting to about 95% of
 16 Camiwell Inc.’s business. Zhang believes that Yuan and/or his brother hold an ownership interest
 17 in Asiacom.

18 18. Beginning in 2018, Yuan began negotiating with Asiacom regarding Asiacom’s
 19 acquisition of Camiwell, Inc. Zhang did not become aware of this until around April or May
 20 2018. Zhang and Yuan were ultimately unable to agree to the terms of the acquisition and the
 21 acquisition fell through towards the end of 2018. After the acquisition fell through, Beijing
 22 Asiacom entered the Canadian and US markets by merging with Camiwell Canada and creating
 23 and operating Asiacom Americas Inc. in the United States (“Asiacom US”). Zhang believes that
 24 Yuan and/or his brother have an equity interest in Asiacom US.

25 19. Around the same time that Asiacom US entered the Canadian and US markets,
 26 Yuan began pushing Zhang to dissolve Camiwell, Inc. Zhang was suspicious of the dissolution
 27 because he believed Yuan and Lin may be attempting to cut Zhang out of Camiwell, Inc. and
 28 transfer all of Camiwell, Inc.’s assets and business to Asiacom US, a company in which Zhang

1 does not own an interest as outlined below, thereby depriving Zhang of money to which he would
 2 be entitled as a shareholder.

3 20. Zhang believes that, since the acquisition with Asiacom fell through, Yuan and Lin
 4 have been transferring Camiwell Inc.'s assets, including but not limited to, money, employees,
 5 the lease for Camiwell Inc.'s office, and equipment, to Asiacom or Asiacom US, either directly or
 6 through Camiwell Canada, for little or no consideration, and without Board of Director approval.
 7 For example, on July 31, 2018, Yuan transferred \$92,000 from Camiwell, Inc. to Camiwell
 8 Canada without any justification or explanation for the transfer. When Zhang asked about the
 9 transfer, Yuan stated that it was for expenses, but did not provide a list of specific expenses or
 10 proof of those expenses. Additionally, in January 2019, Camiwell, Inc.'s employees were
 11 transferred to Asiacom or Asiacom US. On or about May 15, 2019, Yuan attempted to transfer
 12 monies from the Camiwell, Inc. bank account to a third-party Hong Kong account without
 13 permission or business purpose, and in July 2019, Camiwell Inc.'s lease for office space was
 14 transferred to Asiacom or Asiacom US. As a result, at the end of 2018, Asiacom/Asiacom US
 15 informed Zhang that it would no longer need Camiwell, Inc.'s services, effectively forcing
 16 Camiwell, Inc. out of business.

17 21. In 2017, 2018, and 2019, Yuan provided financial information to the accountant to
 18 file the company's tax returns. The numbers listed in the tax returns appear to be fraudulent and
 19 Zhang never received financial documentation to support those numbers. For example, in 2018,
 20 there are subcontractor costs of \$300,000 USD to Canada on the Camiwell, Inc. balance sheet
 21 without any back up information ever provided to Zhang. In 2019, Camiwell, Inc. was essentially
 22 not conducting any business related activities, but reported revenue increased while expenses
 23 remained similar to 2018.

24 22. Due to Yuan's request to dissolve Camiwell, Inc. and Zhang's belief that Yuan and
 25 Lin were transferring assets to Asiacom or Asiacom US, Zhang requested that Defendants
 26 produce certain corporate documents for Zhang's review so that he could confirm the accuracy of
 27 the financial information that Yuan was providing to Zhang. Defendants refused to produce the
 28 requested documents.

1 23. In December 2018, Zhang hired an attorney, Stephen Lou of Lou Lawyers, to help
2 advise them about the possible dissolution of Camiwell, Inc. Mr. Lou sent multiple demand letters
3 to Defendants requesting that Defendants produce documents that Zhang, as a director and
4 shareholder, had a right to review. Defendants refused to produce the requested documents.

5 24. On February 26, 2020, after multiple requests for documents over more than one
6 year, Defendants produced certain documents. On March 23, 2020, Zhang's attorney sent a letter
7 to Defendants' attorney outlining the documents that were missing from the February 26, 2020
8 production. On March 27, 2020, Defendants' attorneys sent a letter refusing to produce additional
9 documents as Defendants believed the requested documents were beyond the scope of
10 information that a shareholder is entitled to inspect under California Corporations Code section
11 213, 1501, 1600, and 1603. To date, Defendants have failed to produce all of the documents
12 requested by Zhang to which he is entitled to inspect based on his rights as a director and
13 shareholder of Camiwell, Inc.

14 25. Due to Defendants' refusal to allow Zhang to review Camiwell, Inc.'s books and
15 records, Zhang cannot determine (1) the assets transferred from Camiwell, Inc. to Camiwell
16 Canada, Asiacom, or Asiacom US; (2) the accuracy of the financial information that has been
17 provided to them by Defendants; and (3) any outstanding money owed to and withheld from
18 Zhang.

19 26. Besides his formal demands to view Camiwell, Inc.'s books and records, Zhang
20 has not made any formal demands on Camiwell, Inc.'s Board of Directors to investigate and
21 prosecute the wrongdoings alleged herein because making a demand would be futile. The Board
22 of Directors consists of three people, with two being defendants and the third being Zhang.
23 Moreover, Yuan and Lin own 65% of the shares of stock in the Camiwell, Inc. with the other 35%
24 owned by Zhang.

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FIRST CAUSE OF ACTION

Derivative Claim for Breach of Fiduciary Duty

(Against Defendants Yuan, Lin, and Does 1 through 10)

27. Zhang restates and incorporates herein by this reference each and all of the allegations contained in the preceding paragraphs as though fully set forth herein.

28. Yuan, as an owner, officer, director, and shareholder of Camiwell, Inc., Lin, as a director and a shareholder of Camiwell, Inc., and Yuan and Lin as majority shareholders of Camiwell, Inc., owe fiduciary duties to Camiwell, Inc. and its shareholders, including Zhang.

29. Zhang is informed and believes, and based thereon alleges that Yuan and Lin breached their fiduciary duties to Camiwell, Inc. and its shareholders, including Zhang, through the actions alleged above, which include, but are not limited to, transferring Camiwell, Inc. assets and business to Asiacom US, a company in which Zhang does not own an interest, while attempting to dissolve Camiwell, Inc., thereby harming Camiwell, Inc. and depriving Zhang of money to which he would be entitled as a shareholder.

30. As a direct and proximate result of the breach of fiduciary duty committed by Yuan and Lin, Camiwell has been damaged in an amount to be proven at trial.

31. The aforementioned conduct was undertaken by Yuan and Lin with the intent to deprive Camiwell, Inc. of its legal rights or property or to otherwise cause injury. Yuan and Lin's acts constitute oppressive and malicious conduct, thereby justifying an award of exemplary and punitive damages in an amount to be determined at trial.

WHEREFORE, Zhang prays for judgment as hereinafter set forth.

SECOND CAUSE OF ACTION

Derivative Claim for Unfair Competition

(Against Defendants Yuan, Lin, and Does 1 through 10)

32. Zhang restates and incorporates herein by this reference each and all of the allegations contained in the preceding paragraphs as though fully set forth herein.

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III

33. California Business and Professions Code, section 17200 explains that "unfair competition shall mean and include any unlawful, unfair or fraudulent business act or practice and unfair, deceptive, untrue or misleading advertising."

34. Zhang is informed and believes, and based thereon alleges, after Asiacom's acquisition of Camiwell, Inc. fell through, Yuan and Lin began engaging in intentional acts in order to effectively put Camiwell, Inc. out of business to the detriment of Camiwell, Inc. and its shareholders, including Zhang. Such acts include, but are not limited to (1) transferring Camiwell, Inc.'s assets and work to Asiacom or Asiacom US, either directly or through Camiwell Canada; and (2) attempting to dissolve Camiwell, Inc.

35. Yuan's and Lin's actions are unlawful, unfair, and fraudulent, and thus amount to a violation of Business and Professions Code Section 17200.

36. As a direct and proximate result of Yuan's and Lin's conduct, Yuan and Lin have been unjustly enriched at the expense of Camiwell, Inc. and its shareholders.

WHEREFORE, Zhang prays for judgment as hereinafter set forth.

THIRD CAUSE OF ACTION

Direct Claim for Violation of Corporations Code §§ 1601 and 1602

(Against Camiwell, Inc. and Does 1 through 10)

37. Zhang restates and incorporates herein by this reference each and all of the allegations contained in the preceding paragraphs as though fully set forth herein.

38. California Corporations Code section 1601 allows a shareholder, upon written demand on the corporation, to inspect the accounting books and records of the corporation, and the minutes of proceedings of the shareholders and the board and committees of the boards of the corporation in which he or she is a shareholder.

39. California Corporations Code section 1603 provides directors with the “the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director and also of its subsidiary corporations, domestic or foreign.”

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40. Zhang has made repeated written demands on Camiwell, Inc. to make available for inspections all of its books, records, and documents to that which he is entitled to inspect as a shareholder and director of Camiwell, Inc.

41. Such documents related to (1) the assets transferred from Camiwell, Inc. to Asiacom or Asiacom US; (2) the accuracy of the financial information that has been provided to them; and (3) any outstanding money, including any shareholder distributions, owed to and withheld from Zhang.

42. Despite the reasonable request for information, Camiwell, Inc. has refused to produce all of the requested documents to which Zhang is entitled to inspect, instead stating that some of the documents are outside the scope of information that Zhang is entitled to inspect under California Corporations Code section 213, 1501, 1600, and 1603.

43. Zhang is informed and believes that, unless enjoined by order of the Court, Camiwell, Inc. will continue to withhold material documents and information from Zhang. No adequate remedy exists at law for the injuries alleged herein, and Zhang will suffer great and irreparable injury if the wrongful conduct is not immediately enjoined and restrained.

44. Pursuant to California Corporations Code section 1603(a), Zhang is entitled to an order from the Court requiring Camiwell, Inc. to produce its books and records for inspection by Zhang.

45. Zhang is entitled to an award of costs and reasonable attorneys' fees under California Corporations Code section 1604.

WHEREFORE, Zhang prays for judgment as hereinafter set forth.

FOURTH CAUSE OF ACTION

Direct Claim for Accounting

(Against Camiwell, Inc. and Does 1 through 10)

46. Zhang restates and incorporates herein by this reference each and all of the allegations contained in the preceding paragraphs as though fully set forth herein.

47. Zhang is a current shareholder of Camiwell, Inc., and as such, is entitled to shareholder distributions from Camiwell, Inc.

48. Zhang is a current director of Camiwell, Inc. and, as such, is entitled for documents confirming the accuracy of the financial information provided to him by Defendants.

49. Camiwell, Inc. and Yuan and Lin, individually as owners, directors, officers, and/or shareholders of Camiwell, Inc., owe fiduciary duties of care towards Camiwell, Inc.'s shareholders, including Zhang.

50. Yuan and Lin have transferred assets, including money, to Camiwell Canada, Asiacom, and/or Asiacom US without Zhang's consent and without any justification, with the intention of putting Camiwell, Inc. out of business.

51. The amount of money due from Camiwell, Inc. to Zhang or withheld by Camiwell, Inc. is unknown to Zhang and cannot be ascertained without an accounting of Camiwell, Inc.'s receipts and disbursements of the aforementioned operations.

52. Zhang has made repeated demands that Camiwell, Inc. account for the aforementioned transfers and pay any amount found due to Zhang, but Camiwell, Inc. has failed and refused, and continues to fail and refuse, to render the accounting and pay Zhang.

WHEREFORE, Zhang prays for judgment as hereinafter set forth.

PRAAYER

Now, therefore, Zhang prays for relief as follows:

On the First Cause of Action

1. For compensatory damages in an amount to be proven at trial;
 2. For exemplary and punitive damages;
 3. For reasonable attorneys' fees and costs to the extent permissible under applicable
and
 4. For such other and further relief as this court may deem just and proper.

On the Second Cause of Action

1. For a temporary restraining order, a preliminary injunction, and a permanent injunction, requiring that Yuan and Lin, their successors, agents, representatives, employees, and all persons, corporations and other entities acting by, through, under, or on behalf of Yuan and Lin, or acting in concert or participation with them, be permanently enjoined from directly or

indirectly committing any violations of Business and Professions Code Section 17200 *et seq.*, including but not limited to, the violations alleged in this Complaint;

2. For compensatory damages in an amount to be proven at trial;
 3. For costs of suit incurred herein.
 4. For such other and further relief as this Court may deem just and proper

On the Third Cause of Action

1. For an order compelling Camiwell, Inc. to produce for inspection all books, records, and documents authorized by California Corporations Code sections 1601 and 1602;
 2. For Zhang's attorneys' fees pursuant to Corporations Code section 1604;
 3. For Zhang's costs of suit incurred herein pursuant to Corporations Code section 1604; and
 4. For such other and further relief as this court may deem just and proper.

On the Fourth Cause of Action

1. For an accounting between Camiwell, Inc. and Zhang;
 2. For payment over to Zhang of the amount due from Camiwell, Inc. as a result of the account;
 3. For Zhang's attorneys' fees;
 4. For costs of suit incurred herein; and
 5. For such other and further relief as this court may deem just and proper.

Dated: July 20, 2020

DONAHUE FITZGERALD LLP

By

Paschal

Andrew S. MacKay

Padmini Cheruvu

Attorneys for Plaintiff JINJU ZHANG

DEMAND FOR JURY TRIAL

Plaintiff Jinju Zhang demands a jury trial on all issues triable by right of jury.

Dated: July 20, 2020

DONAHUE FITZGERALD LLP

By

Andrew S. MacKay

Padmini Cheruvu

Attorneys for Plaintiff JINJU ZHANG

EXHIBIT 2

AO 440 (Rev. 06/12) Summons in a Civil Action (Page 2)

Civil Action No. 5:23-cv-5818

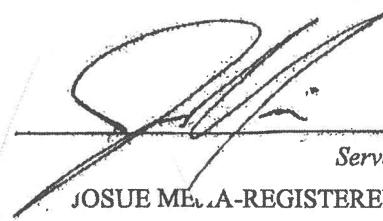
PROOF OF SERVICE*(This section should not be filed with the court unless required by Fed. R. Civ. P. 4 (l))*

This summons for (*name of individual and title, if any*) ASIACOM AMERICAS INC on behalf of BEIJING ASIACOM TECHNOLOGY CO. LTD was received by me on (*date*) 02/06/2024.

- I personally served the summons on the individual at (*place*) _____ on (*date*) _____; or
- I left the summons at the individual's residence or usual place of abode with (*name*) _____, a person of suitable age and discretion who resides there, on (*date*) _____, and mailed a copy to the individual's last known address; or
- I served the summons on (*name of individual*) YING DING-H.R. MANAGER, who is designated by law to accept service of process on behalf of (*name of organization*) ASIACOM AMERICAS INC on behalf of BEIJING ASIACOM TECHNOLOGY CO. LTD on (*date*) Wed, Feb 07 2024; or
- I returned the summons unexecuted because: _____; or
- Other: _____; or

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ _____.

I declare under penalty of perjury that this information is true.

Date: 2/8/2024


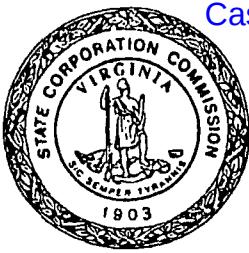
Server's signature
JOSUE M. A-REGISTERED PROCESS SERVER

Printed name and title

LEGAL PURSUIT INC @ 22 W. St. John Street # B, SAN JOSE,
CA 95113

Server's address

EXHIBIT 3



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

November 26, 2018

ESTD OCT 2015

BETH EPSTEIN
UCC RETRIEVALS, INC.
7288 HANOVER GREEN DR
MECHANICSVILLE, VA 23111

RECEIPT

RE: Asiacom Americas Inc.

ID: 0838201 - 2

DCN: 18-11-21-1232

Dear Customer:

This is your receipt for \$125.00, to cover the fees for filing articles of incorporation with this office.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of incorporation is November 26, 2018.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CISRXX

P.O. Box 1197, Richmond, VA 23218-1197
Tyler Building, First Floor, 1300 East Main Street, Richmond, VA 23219-3630
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) www.scc.virginia.gov/clerk

HOLD FOR PICK-UP

UCC RETRIEVALS, INC.
BETH EPSTEIN / TRACI GOODMAN / MARY COLLINS
7288 HANOVER GREEN DR.
MECHANICSVILLE, VA 23111
(804) 559.5919

STATE CORPORATION COMMISSION
1300 EAST MAIN STREET
RICHMOND VA 23209-1197

NOVEMBER 21, 2018

NEXT DAY EXPEDITE!!

DEAR SIRS,

PURSUANT TO INSTRUCTIONS OF COUNSEL, I ENCLOSE FOR FILING ON BEHALF OF:

ASIACOM AMERICAS INC.

ARTICLES OF INCORPORATION

**"PLEASE RETURN (1) CERTIFIED COPY OF THE ATTACHED FILING
(for foreign entities c/c the application only)!"**

CHECK(S) IN PAYMENT OF THE REQUIRED FEES ARE ENCLOSED. I WOULD APPRECIATE YOU TELEPHONING ME AT (804) 559-5919 IF THERE IS A PROBLEM WITH THIS FILING AND TO ADVISE ME WHEN THE EVIDENCE IS AVAILABLE TO BE PICKED UP.

THANK YOU FOR YOUR ASSISTANCE IN THIS REGARD.

SINCERELY,
BETH EPSTEIN

10/10
BET/11

11/26

100
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225

Cmc
11/26/18

0838201-2

1811070450
ESTATE



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
OFFICE OF THE CLERK
SCC21.2
(10/17) 1300 E MAIN ST
RICHMOND, VA 23219
(804) 371-9733
1-866-722-2551 Toll-free in Virginia

Expedited Service Request Form

**This form MUST be completed and placed on top of EACH document submission
(so it can be readily identified as a request for expedited review and processing).**

Name of Corporation or Company (etc.): (Must be typed for Email option.) ASIACOM AMERICAS INC.		SCC ID No. (if known):
Customer Contact Information: Name: <u>BETH EPSTEIN</u> Company: <u>UCC RETRIEVALS, INC.</u> Address: <u>7288 HANOVER GREEN DR.</u> <u>MECHANICSVILLE</u> <u>VA</u> <u>23111</u> <small>(city or town)</small> <small>(state)</small> <small>(zip code)</small> Telephone: <u>(804) 559 - 5919 ext 104</u> Email: _____		Send Evidence of Expedited Filing By: <small>(Choose one)</small> <p style="margin-left: 20px;"><input type="checkbox"/> Email (Only available for Categories A, C and D) Two typed originals of this form must be submitted for Email option. See "Return of Evidence" in the Instructions.</p> <p style="margin-left: 20px;"><input checked="" type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.)</p> <p style="margin-left: 20px;"><input type="checkbox"/> First-Class Mail</p> <p style="margin-left: 20px;"><input type="checkbox"/> USPS Express Mail (Prepaid envelope required.)</p> <p style="margin-left: 20px;"><input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex <small>(Completed waybill required. For Fed Ex, the waybill must be computer-generated with a barcode.)</small></p>
~~ See Information & Instructions for description of Categories. ~~		FOR OFFICE USE ONLY 181121 1232
Expedited Service Requested: <small>(mark service requested)</small>		*** Expedite Fee: 181121 1232
<input checked="" type="checkbox"/> Category A Expedite Business Entity Document listed in Schedule A <input type="checkbox"/> Same Day Service (Received by 10:00 a.m.) \$ 200 <input checked="" type="checkbox"/> Next Day Service (Received by 2:00 p.m.) \$ 100		
<input type="checkbox"/> Category B Preliminary Review of Document listed in Schedule A \$ 50 <small>(2nd Business Day Service Only – Received by 2:00 p.m.)</small> <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review (N/C)		
<input type="checkbox"/> Category C Expedite Business Entity Document listed in Schedule C \$ 50 <small>(Next Day Service Only – Received by 2:00 p.m.)</small>		
<input type="checkbox"/> Category D Expedite Application for Reinstatement \$ 50 <small>(Next Day Service Only – Received by 2:00 p.m.)</small>		I/O <input type="checkbox"/> LM

*** Submit one payment for all applicable fees (e.g., charter/entrance, reinstatement, filing and expedite fees)

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

65701070138

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, NOVEMBER 26, 2018

The State Corporation Commission has found the accompanying articles submitted on behalf of
Asiacom Americas Inc.

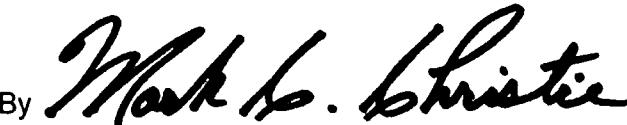
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective November 26, 2018.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Mark C. Christie
Commissioner

EXHIBIT 4

Stock Corporation - Annual Report

Entity Information

Entity Name:	Aziacom Americas Inc.	Entity Type:	Stock Corporation
Entity ID:	08382012	Formation Date:	11/26/2018
Jurisdiction:	VA		
Status:	Active		
Total Shares:	50000		

Registered Agent Information

RA Type:	Entity	RA Qualification:	BUSINESS ENTITY THAT IS AUTHORIZED TO TRANSACT BUSINESS IN VIRGINIA
Name:	CORPORATION SERVICE COMPANY	Registered Office Address:	100 Shockoe Slip Fl 2, Richmond, VA, 23219 - 4100, USA
Locality:	RICHMOND CITY		

Principal Office Address

Address: 21400 Ridgetop Cir Ste 180, Sterling, VA, 20166 - 6510, USA

Principal Information

- No Officers:** If the corporation does not have officers because an organizational meeting has not been held.
- No Directors:** If the corporation does not have directors because (i) initial directors were not named in the articles of incorporation and an organizational meeting of the corporation has not been held or (ii) the board of directors has been eliminated by a written agreement signed by all of the shareholders, or by the adoption of provision in the articles of incorporation or bylaws that was approved by all of the shareholders.

Title	Director	Name	Address
	Yes	JIANG XU	RM 808 CHUANGFU BUILDING, 18 DANLING STREET, FOREIGN, FN, 99999 - 9999, USA
	Yes	BEN TAO YUAN	52 WELLESLEY DRIVE, LONGMEADOW, MA, 01106 - 0000, USA
	Yes	FENG WANG	RM 808 CHUANGFU BUILDING, 18 DANLING STREET, FOREIGN, FN, 99999 - 9999, USA
President	Yes	Ben Tao Yuan	21400 Ridgetop Cir Ste 180, Sterling, VA, 20166 - 6510, USA

Signature Information

Date Signed: 12/19/2023

Printed Name	Signature	Title
Ben Tao Yuan	Ben Tao Yuan	President